

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

MOUNTAIN EXPRESS OIL COMPANY, et al.,

Debtors.¹

Chapter 11

Case No. 23-90147 (DRJ)

(Jointly Administered)

**PERIODIC REPORT REGARDING VALUE, OPERATIONS, AND PROFITABILITY
OF ENTITIES IN WHICH THE DEBTOR'S ESTATE HOLDS A SUBSTANTIAL OR
CONTROLLING INTEREST FOR B & T PETROLEUM LLC (CASE NO. 23-90225)**

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors' claims and noticing agent at www.kccllc.net/mountainexpressoil. The location of Debtor Mountain Express Oil Company's principal place of business and the Debtors' service address in these Chapter 11 Cases is 3650 Mansell Road, Suite 250, Alpharetta, GA 30022.

Fill in this information to identify the case:Debtor Name B&T Petroleum LLCUnited States Bankruptcy Court for the: Southern District of Texas
(State)Case number: 23-90225**Official Form 426****Periodic Report Regarding Value, Operations, and Profitability of Entities in Which the Debtor's Estate Holds a Substantial or Controlling Interest**

12/17

This is the *Periodic Report* as of 12.31.22 on the value, operations, and profitability of those entities in which a Debtor holds, or two or more Debtors collectively hold, a substantial or controlling interest (a "Controlled Non-Debtor Entity")¹, as required by Bankruptcy Rule 2015.3. For purposes of this form, "Debtor" shall include the estate of such Debtor.

Mountain Express Oil Company holds a substantial or controlling interest in the following entities:

Name of Controlled Non-Debtor Entity	Interest of the Debtor	Tab #
United States Fueling Company LLC	50%	

This *Periodic Report* contains separate reports (*Entity Reports*) on the value, operations, and profitability of each Controlled Non-Debtor Entity.

This *Entity Report* consists of five exhibits.

Exhibit A contains the most recently available: balance sheet, statement of income (*loss*), statement of cash flows, and a statement of changes in shareholders' or partners' equity (*deficit*) for the period covered by the *Entity Report*, along with summarized footnotes.

Exhibit B describes the Controlled Non-Debtor Entity's business operations.

Exhibit C describes claims between the Controlled Non-Debtor Entity and any other Controlled Non-Debtor Entity.

Exhibit D describes how federal, state or local taxes, and any tax attributes, refunds, or other benefits, have been allocated between or among the Controlled Non-Debtor Entity and any Debtor or any other Controlled Non-Debtor Entity and includes a copy of each tax sharing or tax allocation agreement to which the Controlled Non-Debtor Entity is a party with any other Controlled Non-Debtor Entity.

Exhibit E describes any payment, by the Controlled Non-Debtor Entity, of any claims, administrative expenses or professional fees that have been or could be asserted against any Debtor, or the incurrence of any obligation to make such payments, together with the reason for the entity's payment thereof or incurrence of any obligation with respect thereto.

This *Periodic Report* must be signed by a representative of the trustee or debtor in possession.

¹ Bankruptcy Rule 2015.3(a) requires a chapter 11 debtor to file "periodic financial reports of the value, operations, and profitability of each entity that is not a publicly traded corporation or a debtor in a case under title 11, and in which the estate holds a substantial or controlling interest." Fed. R. Bankr. P. 2015.3(a). Bankruptcy Rule 2015.3(c) further provides that "[a]n entity in which the estate controls or owns less than a 20 percent interest shall be presumed not to be an entity in which the estate has a substantial or controlling interest." Accordingly, this *Periodic Report* only contains information pertaining to entities in which the Debtors hold at least a 20 percent interest.

Debtor Name B&T Petroleum LLCCase number 23-90225

The undersigned, having reviewed the *Entity Reports* for each Controlled Non-Debtor Entity, and being familiar with the Debtor's financial affairs, verifies under the penalty of perjury that to the best of his or her knowledge, (i) this *Periodic Report* and the attached *Entity Reports* are complete, accurate, and truthful to the best of his or her knowledge, and (ii) the Debtor did not cause the creation of any entity with actual deliberate intent to evade the requirements of Bankruptcy Rule 2015.3

For non-individual Debtors:

X /s/ Michael Healy

Signature of Authorized Individual

Michael Healy, Chief Restructuring Officer

Printed name of Authorized Individual

Date 06/19/2023

MM / DD / YYYY

For individual Debtors:

X

Signature of Debtor 1

Printed name of Debtor 1

Date _____

MM / DD / YYYY

X

Signature of Debtor 2

Printed name of Debtor 2

Date _____

MM / DD / YYYY

General Notes

Chapter 11 Cases

On March 18, 2023 (the “**Commencement Date**”), the Debtors commenced voluntary cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of Texas. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b). Additional information about these chapter 11 cases, court filings, and claims information is available on the Debtors’ restructuring website: www.kccllc.net/mountainexpressoil.

Financial Statements

The financial statements contained herein are unaudited, limited in scope, and do not fully comply with generally accepted accounting principles in the United States of America (“**U.S. GAAP**”) or international financial reporting standards (“**IFRS**”). The financial statements have been derived from the books and records of the Debtors and the Non-Debtor Affiliates. If U.S. GAAP or IFRS procedures had been applied in full, the Debtors believe that the financial information could be subject to changes and that such changes could be material.

Balance sheets and income statements have been included for the Non-Debtor Affiliates to the extent available on a basis consistent with the Debtor’s consolidated financial statements. Mountain Express Oil Company does not prepare statements of cash flows or statements of changes in stockholders’ equity for any of the Non-Debtor Affiliates.

Although management has made reasonable efforts to ensure that the financial information contained herein is accurate and complete based on information that was available to them at the time of the preparation, subsequent information or discovery may result in material changes to the information, and inadvertent errors or omissions may exist. Nothing contained in this filing shall constitute a waiver of any rights of the Debtors, specifically including the Debtors’ right to amend the information.

“As of” Date and Access to Systems and Personnel

The information presented herein reflects information from the Debtors’ and the Non-Debtor Affiliates’ accessible reporting systems as of December 31, 2022, except as otherwise noted. It is expected that the current financial condition of the entities listed herein may be and likely is materially different from the condition as reported as of the reporting dates of this Periodic Report.

Debtor Name B&T Petroleum LLCCase number 23-90225**Exhibit A-1: Balance Sheet for United States Fueling Company LLC as of 12.31.22****Balance Sheets for the Non-Debtor Entities – December 31, 2022**

US Fueling Company LLC Balance Sheet as of December 31, 2022	
CURRENT ASSETS	
Cash and Cash Equivalents	\$2,181,032
Accounts Receivable	1,069,218
Due from Related Party	200,000
Inventory	309,526
Total Current Assets	3,759,775
PROPERTY AND EQUIPMENT	
Machinery & Equipment	8,079,093
Less: Accumulated Depreciation	(1,854,248)
Property Plant and Equipment, Net	6,224,844
OTHER ASSETS	
Supply Contracts, Net	3,184,003
Other Intangible Assets	16,320
Total Other Assets	3,200,323
Total Assets	\$13,184,942
CURRENT LIABILITIES	
Accounts Payable	1,123,006
Accrued Liabilities	130,000
Notes Payable - Current Portion	421,149
Total Current Liabilities	\$1,674,155
NONCURRENT LIABILITIES	
Notes Payable - Noncurrent Portion	1,200,156
Total Noncurrent Liabilities	1,200,156
Total Liabilities	\$2,874,311
STOCKHOLDERS' LIABILITY	
Distributions	(85,000)
Retained Earnings	10,395,631
Total Stockholder's Equity	10,310,631
Total Liabilities and Equity	\$13,184,942



Debtor Name B&T Petroleum LLCCase number 23-90225**Exhibit A-2: Statement of Income (Loss) for United States Fueling Company LLC for period ending 12.31.22****Income Statements for the Non-Debtor Entities – December 31, 2022**

US Fueling Company LLC - Income Statement 12-Mo. Period Ended December 31, 2022	
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REVENUE	
Petroleum Sales	\$96,568,158
Cost of Sales Petroleum	(95,345,275)
Gross Profit on Petroleum	1,222,882
Income from Branding	4,597,037
Total Revenue	5,819,919
OPERATING EXPENSE	
General & Administrative	(1,419,224)
Management Fee Expense	(718,885)
Commission Expense	(180,134)
Amortization	(537,649)
Depreciation	(913,116)
Total Operating Expenses	(3,769,008)
Operating Income	\$2,050,911
OTHER INCOME (EXPENSE)	
Interest Expense	(123,572)
Other Income (Expense)	208,083
Acquisition Costs	(3,000)
Other Income (Expense)	81,511
Net Income	\$2,132,422

Debtor Name B&T Petroleum LLC

Case number 23-90225

Exhibit B: Description of Operations for United States Fueling Company LLC

United States Fueling Company LLC is a 50% owned subsidiary of Debtor B&T Petroleum LLC that purchases fuel from suppliers and distributes to gas station dealers and operators.



Debtor Name B&T Petroleum LLC

Case number 23-90225

Exhibit C: Description of Intercompany Claims

United States Fueling Company LLC is the only Non-Debtor Affiliate, therefore there are no claims between Non-Debtor Affiliates.



Debtor Name B&T Petroleum LLCCase number 23-90225**Exhibit D: Allocation of Tax Liabilities and Assets**

The Debtors and the Non-Debtor Affiliates pay all taxes in accordance with the laws established in each state in which the Debtors and the Non-Debtor Affiliates operate.

For United States Fueling Company LLC, tax treatment is as follows:

- There are no tax distribution or allocation agreements between or among the Debtors and the Non-Debtor Affiliates.
- Operating taxes (i.e., motor fuel and sales taxes) are paid directly, complying with the regulations in force in each state.

Income taxes are paid 50% by the Debtors and 50% by the third-party controlling party, consistent with the Debtors' interest in United States Fueling Company LLC

Debtor Name B&T Petroleum LLC

Case number 23-90225

Exhibit E: Description of Controlled Non-Debtor Entity's payments of Administrative Expenses, or Professional Fees otherwise payable by a Debtor

No Non-Debtor Affiliates have paid administrative expenses or professional fees on behalf of any Debtor in these chapter 11 cases

